

Registry of Charitable Trusts
P.O. Box 903447
Sacramento, CA 94203-4470
Telephone: (916) 445-2021

WEBSITE ADDRESS:

<http://ag.ca.gov/charities/>

**INITIAL
REGISTRATION FORM
STATE OF CALIFORNIA
OFFICE OF THE ATTORNEY GENERAL
REGISTRY OF CHARITABLE TRUSTS**
(Government Code Sections 12580-12599.7)



NOTE: A \$25.00 REGISTRATION FEE MUST ACCOMPANY THIS REGISTRATION FORM. MAKE CHECK PAYABLE TO DEPARTMENT OF JUSTICE.

Pursuant to Section 12585, registration is required of every trustee subject to the Supervision of Trustees and Fundraisers for Charitable Purposes Act within thirty days after receipt of assets (cash or other forms of property) for the charitable purposes for which organized.

Every charitable (public benefit) corporation, association and trustee holding assets for charitable purposes or doing business in the State of California must register with the Attorney General, except those exempted by California Government Code section 12583. Corporations that are organized primarily as a hospital, a school, or a religious organization are exempted by Section 12583.

Name of Organization: Middleway Health Foundation Inc.

The name of the organization should be the legal name as stated in the organization's organizing instrument (i.e., articles of incorporation, articles of association, or trust instrument).

Official Mailing Address for Organization:

Address: 716 Alhambra Blvd.

City: Sacramento

State: CA

ZIP Code: 95816

Organization's telephone number: (916) 492-9007

Organization's e-mail address: swalker@middlewayhealth.com

Organization's fax number: (916) 492-9396

Organization's website: http://middlewayhealth.com/middle-way-health-foundation/

All organizations must apply for a Federal Employer Identification Number from the Internal Revenue Service, including organizations that have a group exemption or file group returns.

Federal Employer Identification Number (FEIN):

46-3559450

Group Exemption FEIN (if applicable):

All California corporations and foreign corporations that have qualified to do business in California will have a corporate number. Unincorporated organizations are assigned an organization number by the Franchise Tax Board upon application for California tax exemption.

Corporate or Organization Number: 3568537

RECEIVED
Attorney General's Office

JAN 02 2015

Registry of
Charitable Trusts

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Names and addresses of ALL trustees or directors and officers (attach a list if necessary):			
Name Stephen B. Walker		Position Chief Executive Director	
Address 716 Alhambra Blvd.			
City Sacramento	State CA	ZIP Code 95816	
Name Sabrina Schultz		Position Vice President	
Address 716 Alhambra Blvd.			
City Sacramento	State CA	ZIP Code 95816	
Name Susan Farrar		Position Secretary	
Address 716 Alhambra Blvd.			
City Sacramento	State CA	ZIP Code 95816	
Name Patty Marcotte		Position Treasurer	
Address 716 Alhambra Blvd.			
City Sacramento	State CA	ZIP Code 95816	
Name			
Address			
City	State	ZIP Code	
<p>Describe the primary activity of the organization. (A copy of the material submitted with the application for federal or state tax exemption will normally provide this information.) If the organization is based outside California, comment fully on the extent of activities in California and how the California activities relate to total activities. In addition, list all funds, property, and other assets held or expected to be held in California. Indicate whether you are monitored in your home state, and if so, by whom. Attach additional sheets if necessary.</p>			
<p>See attached excerpt from Form 1023</p>			
<p>The organization will be required to file financial reports annually. All organizations must file the Annual Registration/Renewal Fee Report (RRF-1) within four months and fifteen days after the end of the organization's accounting period. Organizations with \$25,000 or more in either gross receipts or total assets are also required to file either the IRS Form 990, 990-EZ, or 990-PF. Forms can be found on the Charitable Trusts' website at http://ag.ca.gov/charities/.</p>			
<p>If assets (funds, property, etc.) have been received, enter the date first received:</p> <p>Date assets first received: <u>January 23, 2014</u></p>			<p>Registration with the Attorney General is required within <u>thirty</u> days of receipt of assets.</p>
<p>What annual accounting period has the organization adopted?</p> <p><input type="checkbox"/> Fiscal Year Ending _____ <input checked="" type="checkbox"/> Calendar Year</p>			

Attach your founding documents as follows:

- A) Corporations - Furnish a copy of the articles of incorporation and all amendments and current bylaws. If incorporated outside California, enter the date the corporation qualified through the California Secretary of State's Office to conduct activities in California.
- B) Associations - Furnish a copy of the instrument creating the organization (bylaws, constitution, and/or articles of association).
- C) Trusts - Furnish a copy of the trust instrument or will and decree of final distribution.
- D) Trustees for charitable purposes - Furnish a statement describing your operations and charitable purpose.

Has the organization applied for or been granted IRS tax exempt status Yes ☒ No ☐

Date of application for Federal tax exemption: May 3, 2013

Date of exemption letter: September 3, 2014 Exempt under Internal Revenue Code section 501(c) (3)

If known, are contributions to the organization tax deductible? Yes ☒ No ☐

Attach a copy of the Application for Recognition of Exemption (IRS Form 1023) and the determination letter issued by the IRS.

Does your organization contract with or otherwise engage the services of any commercial fundraiser for charitable purposes, fundraising counsel, or commercial coventurer? If yes, provide the name(s), address(es), and telephone number(s) of the provider(s):

Commercial Fundraiser ☐ Fundraising Counsel ☐ Commercial Coventurer ☐

Name

Address

City

State

ZIP Code

Telephone Number

Commercial Fundraiser ☐ Fundraising Counsel ☐ Commercial Coventurer ☐

Name

Address

City

State

ZIP Code

Telephone Number

Commercial Fundraiser ☐ Fundraising Counsel ☐ Commercial Coventurer ☐

Name

Address


City

State

ZIP Code

Telephone Number

I declare under penalty of perjury that I have examined this registration form, including accompanying documents, and to the best of my knowledge and belief, the form and each document are true, correct, and complete.

Signature  Title CEO and Director Date 12.23.2014

If additional information is required, please refer to the Supervision of Trustees and Fundraisers for Charitable Purposes Act (Government Code sections 12580-12599.7), the Administrative Rules and Regulations pursuant to the Act (California Code of Regulations, Title 11, Sections 300-312.1).

If you have questions regarding registration, or need assistance, information is available on our website at <http://ag.ca.gov/charities/> or you can reach us by telephone at (916) 445-2021 or fax at (916) 444-3651.

Background:

Middleway Health Foundation (the Foundation) is a California nonprofit public benefit corporation with the mission to provide on-the-spot mental health assessment, information and referrals to families in crisis in order to reduce the risk of greater trauma to all family members. The Foundation is spearheaded by Middle Way Health, a for-profit entity whose sole proprietor is Stephen B. Walker. Middle Way Health wishes to start the Foundation to do public benefit activities and is donating office space, phones, use of photocopying equipment, paper and other office supplies at no charge in order to get the Foundation's charitable activities started. The officers/directors and personnel of Middle Way Health and the Foundation are mindful of the separate nature and mission of the two distinct entities; The Foundation exists purely to benefit the public and Middle Way Health exists to provide services for profit. The people served by Middle Way Health are not the people in crisis situations who will be aided by the Foundation, nor will Middle Way Health be a beneficiary of referrals made by the Foundation's mental health professionals. If referrals need to be made outside the Foundation services, we will assist people in accessing those public or private services for which they may be qualified at that point. All of the Foundation services we seek to provide will be free of charge. Stephen B. Walker, the owner/operator of Middle Way Health is also the President of the Foundation. His time devoted to the Foundation is pro bono and completely separate and apart from the activities of Middle Way Health.

Part I 9a. Organization's website:

The Foundation's web presence is accessed through the Middle Way Health's homepage at www.middlewayhealth.com. Middle Way Health is providing start-up help to the Foundation. Please see the Background information above.

Part IV. Narrative Description of Activities

Past Activities: Middle Way Health Foundation (hereinafter "the Foundation") is a new organization and has no past activities.

Current Activities: Current activities focus on organizing, incorporating and obtaining a tax exemption. All services and activities are being conducted by volunteer participants, including Stephen B. Walker, almost always in their place of residence or in the offices of Stephen B. Walker.

The mission statement of the Foundation is as follows:

*To provide on-the-spot mental health assessment, information, and referrals to families in crisis
In order to reduce the risk of greater trauma to all family members.*

Future Activities: Future activities of the Foundation will involve the following five areas:

Program Activities:

The Foundation's program is the delivery of mental health services primarily to those in the greatest need – those who are in crises and either cannot afford services/therapy or do not qualify for the existing programs. We plan on having volunteer or paid licensed psychotherapists and related professions meeting one-on-one with people at their residence or in our Foundation office, doing consultations, assessments, crises intervention and psychotherapy when needed.

Currently there is no one-on-one therapy or one-on-one continuing care for the low income population. There also are no services that meet with people where they live and do assessments and referrals on the spot.

We plan on being a first responder not for 911 emergencies, but for people and families that need help right away and either cannot or will not go to a regular program or clinic. This would help fill a significant gap in the mental health service delivery, and hopefully save lives.

Approximately 40% of total Foundation resources will be devoted to these activities. These activities will be conducted by volunteer participants, including Stephen B. Walker, almost always in their place of residence or in the offices of Stephen B. Walker. These activities further the objectives of the Foundation by providing appropriate direction, standards and community contacts to implement the mission of the Foundation.

Communication of Foundation's Services and Activities

The Foundation will position itself as a trusted source for on-the-spot mental health crisis intervention providing assessment, information and referral to families in need.

Promotion efforts will include:

1. Create awareness of the Foundation and the scope of its services by contacting public and private service agencies, hot lines, cultural and religious leaders.
2. Establish a Web presence for the Foundation.
3. Capitalize on speaking and networking opportunities to increase the visibility and success of the Foundation.
4. Utilize results tracking system to showcase the needs met and successes of the Foundation's intervention.

Approximately 20% of total Foundation resources will be devoted to these activities. These activities will be conducted by volunteer participants, including Stephen B. Walker, almost always in their place of residence or in the offices of Stephen B. Walker. These activities further the objectives of the Foundation by increasing public awareness of the Foundation and thus greater utilization of the Foundation's services.

Fund Development

In order to build capacity and sustainability the Foundation will attempt to raise funds through soliciting grants from governmental entities, social benefit foundations, associations and other nonprofit and for profit business enterprises and individuals.

Fundraising efforts will include:

1. Develop long-term relationships with individuals, community organizations and interested stakeholders to enlist a commitment to the Foundations' mission and an investment of support.
2. Develop grant writing expertise and a database of grant opportunities.
3. Implement marketing systems to facilitate individual, corporate and community contributions.

Fundraising efforts may include mail, email and personal solicitations. Donations may be accepted on the Foundation's website, may be received via other websites, and may take the form of vehicles, boats or similar donations.

Approximately 15% of total Foundation resources will be devoted to these activities. These activities will be conducted by volunteer participants, including Stephen B. Walker, almost always in their place of residence or in the offices of Stephen B. Walker. These activities further the objectives of the Foundation by providing appropriate direction, standards and community contacts to implement the mission of the Foundation.

Recruitment of Mental Health Professionals and Volunteers

The Foundation will recruit mental health and social work professionals throughout the Sacramento area. This cadre of professionals will be trained in mental health field work and home visit therapy, social work or have a nursing

background. Proper training and prior experience in mental health, social work and/or nursing will establish credibility with clients and outside referral agencies. In addition, these people must be willing to contribute their time, expertise and some expenses (transportation) pro bono for the period of time it takes for the Foundation's fund-raising efforts to reach a level sufficient to allow payment of a small stipend, liability insurance and transportation reimbursement.

All persons recruited will be interviewed by Stephen Walker, at a minimum, and will undergo the necessary background checks to ensure the health, safety and confidentiality of the Foundation's clients.

Approximately 15% of total Foundation resources will be devoted to these activities. These activities will be conducted by volunteer participants, including Stephen B. Walker, almost always in their place of residence or in the offices of Stephen B. Walker. These activities further the objectives of the Foundation by providing qualified professionals working within a defined framework to provide assessment, information and referrals to families in crisis.

Administrative Activities

The Foundation's Business Plan includes the following elements:

Administrative activities include establishing databases and filing systems for client record keeping, accounting, maintaining books and records, organizing meetings, coordination of volunteers and similar activities. Also included is establishing the Foundation's business plan and guidelines including: Specify the mental health service gap to be met by the Foundation; identify target family population and target geographic area; develop the scope and limit of treatments provided by the Foundation; identify avenues through which the population will gain access to the Foundation

Approximately 10% of total Foundation resources will be devoted to these activities. These activities will be conducted by volunteer participants, including Stephen B. Walker, almost always in their place of residence or in the offices of Stephen B. Walker. These activities further the objectives of the Foundation by maintaining the legal status of the organization, contributing information for promotional activities, and ensuring the Foundation's continued existence.

Part V 2a. Are any of your officers, directors or trustees related . . . Yes, President and Vice President are husband and wife. Sabrina Schultz is a registered nurse and has completed Chaplaincy training. Both the President and Vice President care deeply about mental health causes and about contributing to the public good. As time goes on and the Foundation gains public recognition, it is anticipated that new people will become officers of the Foundation. New people with experience in mental health, a compassionate interest in the public benefit mission of the Foundation, connections to public and private organizations similar to the Foundation, who can deepen and broaden the public benefit effect of the Foundation.

Part V 2b. Do you have a business relationship with any of your officers, directors or trustees . . . Stephen B. Walker is Spiritual Director of Lion's Roar Dharma Center, a non-profit Church and Susan Farrar is a member of the Board of Directors of Lion's Roar Dharma Center and Secretary of the Foundation. Susan cares deeply about contributing to the public good through various volunteer efforts, such as volunteering with the Univ. of California at Davis Hospice Program for the last two years. She is volunteering time and effort towards getting the Foundation started and, as time goes on, anticipates vacating her position at the Foundation to other persons with more mental health experience who can better benefit the mission of the Foundation.

Part V 9b – 9f. Please see attached Contract between Middle Way Health and Middleway Health Foundation, Inc.

Part VI, 1a. In carrying out your exempt purposes, do you provide goods, services, or funds to individuals? Describe each program. The Foundation will provide on-the-spot mental health assessment, information and referrals to families in crisis in order to reduce the risk of greater trauma to all family members. See also Part IV, Narrative Description of Program Activities.

Part VIII 4a. Do you or will you undertake fundraising. Please see Part IV, Narrative Description of Fund Development.

Part VIII 10. Do you or will you publish own, or have rights in . . . intellectual property. Intellectual property will include items such as a website, a Foundation logo, various publicity materials for distribution at events. All property will be the property of the Foundation, but it is not anticipated that copyrights, patents or trademarks will be applied for. No fees will be charged. The website will be developed by a professional website development organization and it is anticipated that other materials will be developed by volunteers, reproduction paid for by donations. The materials will all contribute to furtherance of the Foundation's public benefit mission.

Part VIII 11. Do you or will you accept contributions of: real property . . . The Foundation does not have a limit on the type of donated property it would accept. It will accept any donated materials that further the mission of the Foundation.

Part VIII 15. Do you have a close connection with any organizations? Stephen B. Walker is owner/operator of Middle Way Health, a for-profit sole proprietorship, and is President of the Foundation. Please refer to the Background statement.

Part IX 23. Such expenses include but are not limited to: printing costs of promotional materials, space and equipment rental fees for events, web design and maintenance, insurance, special office supplies such as letterhead and envelopes, speaker fees.

FORM 1023
- Middleway Health Foundation Inc -
EIN 46-3559450

Attachment Part II #1
- Articles of Incorporation
Middleway Health Foundation Inc

3568537

FILED
Secretary of State
State of California

MAY - 9 2013
1 cc

ARTICLES OF INCORPORATION

of

MIDDLEWAY HEALTH FOUNDATION, INC.

ARTICLE I

The name of the corporation is: Middleway Health Foundation, Inc.

ARTICLE II

A. This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for charitable purposes.

B. The specific purposes of this corporation are:

1. To provide mental health assessments, information and referrals to families in crises, regardless of financial or insurance status.
2. To receive contributions and to make donations to, dispense charitable contributions through, and otherwise aid and support those organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).
3. To have and to exercise all rights and power conferred on non-profit corporations under the laws of the State of California, including the power to contract, rent, buy or sell personal or real property.

ARTICLE III

This corporation's initial street and mailing address is: 708 Alhambra Blvd., Suite 2, Sacramento, California 95816. The name and address in the State of California of this corporation's initial agent for service of process is: Mark Alcorn, Esq., 1000 Q Street, Suite 120, Sacramento, California 95811.

ARTICLE IV


A. This corporation is organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

B. No substantial part of the activities of this corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE V

A. The assets of this corporation are irrevocably dedicated to charitable purposes and no part of the net income or assets of the corporation shall ever inure to the benefit of any members, directors, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof. Upon dissolution or winding up of this corporation, and after paying or adequately providing for the debts and obligations of the corporation, the remaining assets shall be distributed to a nonprofit organization that is operated exclusively for charitable purposes and that has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of the United States.

B. Notwithstanding any other provision of these articles, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by any organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.


Stephen Bryant Walker, Incorporator

**BYLAWS
OF
MIDDLEWAY HEALTH FOUNDATION, INC.**

ARTICLE I

Name, Principal Office, Purpose and Restrictions

- 1.01 ***Name.*** The name of the Foundation is the MIDDLEWAY HEALTH FOUNDATIONS, INC. (the Foundation), a California nonprofit public benefit corporation organized for public purposes.
- 1.02 ***Principal Office.*** The Board of Directors (Board) shall determine the location of the principal office of the Foundation.
- 1.03 ***Purpose.*** The specific purposes of the corporation are to:
1. To provide mental health assessments, information and referrals to families in crises, regardless of financial or insurance status.
 2. To receive contributions and to make donations to, dispense charitable contributions through, and otherwise aid and support those organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).
 3. To have and to exercise all rights and power conferred on nonprofit corporations under the laws of the State of California, including the power to contact, rent, buy or sell personal and real property.
- 1.04 ***Lobbying.*** No substantial part of the activities of the Foundations shall consist of the carrying on or propaganda, or otherwise attempting to influence legislation (except as otherwise provided in Subsection (h) of the 501(c)(3) Internal Revenue Code) and the corporation shall not participate in or intervene in (including the publishing or distribution of statement concerning) any political campaign on behalf of any candidate for public office.

Adopted on Aug. 30, 2013

ARTICLE II

No Members

- 2.01 ***Membership.*** Notwithstanding any use of the word "members" in these Bylaws or by the Foundation, this corporation shall have no members within the meaning of the Corporations Code.

ARTICLE III

Reserved

ARTICLE IV

Board of Directors

- 4.01 ***Board of Directors.*** The Board is the Foundation's governing body and has authority for the policy direction of the Foundation.
- 4.02 ***Composition of the Board.*** The Board shall consist of four (4) voting Directors. All of the Directors shall be appointed by the succeeding Board of Directors, subject to the requirements of these Bylaws and any written criteria established by the Board.
- 4.03 ***Attendance Obligation.*** Directors missing three (3) consecutive regular Board meetings may be removed from the Board. Participation by conference call is a recognized form of Board meeting attendance, if absolutely necessary.
- 4.04 ***Term of Office.*** Director terms shall be one (1) year. A Director may serve for a maximum of three (3) consecutive years as a Director.
- 4.05 ***Vacancies.*** Vacancies shall be filled by majority vote of the Board of Directors.
- 4.06 ***Call to Meetings.*** The President, Vice-President or any two Directors may call a meeting of the Board.
- 4.07 ***Notice.*** The board may hold regular meetings without notice at the time and place for the regular meetings fixed by the Board, and may hold emergency meetings with notice appropriate to the circumstances, if any person authorized to call a meeting determines that an emergency exists and calls an emergency meeting. The board may hold special meetings upon four days notice by first class mail or 48 hours notice delivered personally or by telephone, facsimile or e-mail.

- 4.08 *Quorum.* A majority of the number of Directors authorized in these Bylaws, constitutes a quorum of the Board for the transaction of business.
- 4.09 *Board Action.* Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board. The Board may adopt rules and regulations which may supplement and interpret these Bylaws and shall be finding and enforceable to the extent they are consistent with the Nonprofit Public Benefit Corporation Law and Section 501(c)(3) of the Internal Revenue Code.
- 4.10 *Strategic Plan.* The Board shall support the development of and approve long range plans for the activities of the Foundation, and will present these plans to the membership for comments and approval.
- 4.11 *Annual Budget.* The Board shall adopt an annual Foundation budget.
- 4.12 *Audit.* An audit of the Foundations' financial records will be conducted no less than once every two years.
- 4.13 *Action by Unanimous Written Consent Without a Meeting.* Any action required or permitted to be taken by the board under any provision of law may be taken without a meeting if all members of the Board shall individually or collectively consent in writing or via e-mail to such action in the manner specified in the California Nonprofit Corporation Law.

ARTICLE V

Officers

- 5.01 *Officers.* The Officers of the Foundations are the President, Vice-President, Secretary and Treasurer and such other officers as the Board may determine.
- 5.02 *Qualifications.* All Officers shall be Directors. If the Board designates other officers, it shall specify the qualifications for each office.
- 5.03 *Selection and Term of Office.* The Board shall select each of the Officers and provide for the term of office for each.
- 5.04 *Officer Vacancies.* The Board may fill Officer vacancies with Directors as it sees fit.
- 5.05 *Duties.* The Officers perform those duties assigned to them by the Board, including those duties which the Board shall set forth in specific position descriptions for each Officer. The President shall serve as the presiding Officer of the Board. In the absence of the President, the Vice-President shall serve as presiding officer.

Adopted on Aug. 30, 2013

ARTICLE VI

Reserved

ARTICLE VII

Committees

- 7.01 *Committees.* The Board may create committees to which it may delegate various functions. The board shall provide each such committee with a specific charge or mission statement to include a specific definition of the committee's authority. Any Director may elect to be Ex-Officio Members of all committees.
- 7.02 *Nominating Committee.* There shall be a Nominating Committee for the purpose of nominating persons to serve in the four (4) positions of the Board, in addition to any other positions to be filled by the Board. The Nominating Committee appointed by the Board shall consist of two Directors. The Nominating Committee shall take steps to ensure that appropriate candidates are nominated and that each of those candidates is willing to serve on the Board. The Committee is charged with ensuring its nominees, if elected, will complete the Board such that it represents the diversity of its regular members. The Committee shall transmit the names to the Board in a timely fashion so as to permit the orderly conduct of an election by written ballot, oral or show of hands vote.
- 7.03 *Meetings.* All Committee meetings shall conform to the requirements of these Bylaws respecting meetings of the Board with necessary changes in details.

ARTICLE VIII

Records and Reports

- 8.01 *Maintenance of Foundation Records.* The Foundation shall maintain records in accordance with the California Nonprofit Corporation Law.

ARTICLE IX

Indemnification and Insurance

- 9.01 *Indemnification.* To the fullest extent permitted by the law, the Foundation shall indemnify and hold harmless any agent against any claim arising out of any alleged or actual action or inaction in the performance or non-performance of duties performed in good faith on the Foundation's behalf. An "Agent" for purposes of these Bylaws shall include Directors and Officers.

- 9.02 *Insurance.* The Foundation shall purchase and maintain insurance to the full extent determined appropriate by the board on behalf of its agents against any liability asserted against or incurred by the agent arising out of the agent's status as such.

ARTICLE X

Dissolution

- 10.01 *Dissolution.* The Board may upon a two-thirds (2/3) majority vote dissolve the Foundation pursuant to the California Nonprofit Public Benefit Corporations Law. Upon the dissolution or winding up of the Foundation, its assets remaining after payment or provision for payment of all debts and liabilities of this Foundation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE XI

Amendment of Bylaws

- 11.01 *Amendment of Bylaws.* The Bylaws may be amended by a majority vote of the Board, provided that the nature of the proposed Bylaws change was delivered to each Director at least twenty (20) days prior to the meeting at which the Bylaws amendment will be considered.

Adopted on Aug. 30, 2013

INTERNAL REVENUE SERVICE
P. O. BOX 2508
CINCINNATI, OH 45201

DEPARTMENT OF THE TREASURY

Date: **SEP 03 2014**

MIDDLEWAY HEALTH FOUNDATION INC
C/O STEPHEN B WALKER
716 ALHAMBRA BLVD
SACRAMENTO, CA 95816

Employer Identification Number:
46-3559450
DLN:
17053073356024
Contact Person:
CUSTOMER SERVICE ID# 31954
Contact Telephone Number:
(877) 829-5500
Accounting Period Ending:
December 31
Public Charity Status:
170(b)(1)(A)(vi)
Form 990 Required:
Yes
Effective Date of Exemption:
May 9, 2013
Contribution Deductibility:
Yes
Addendum Applies:
No

Dear Applicant:

We are pleased to inform you that upon review of your application for tax exempt status we have determined that you are exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code. Contributions to you are deductible under section 170 of the Code. You are also qualified to receive tax deductible bequests, devises, transfers or gifts under section 2055, 2106 or 2522 of the Code. Because this letter could help resolve any questions regarding your exempt status, you should keep it in your permanent records.

Organizations exempt under section 501(c)(3) of the Code are further classified as either public charities or private foundations. We determined that you are a public charity under the Code section(s) listed in the heading of this letter.

For important information about your responsibilities as a tax-exempt organization, go to www.irs.gov/charities. Enter "4221-PC" in the search bar to view Publication 4221-PC, Compliance Guide for 501(c)(3) Public Charities, which describes your recordkeeping, reporting, and disclosure requirements.

Sincerely,



Director, Exempt Organizations